
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Geotech Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Geotech Holdings Ltd.

致浩達控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1707)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Geotech Holdings Ltd. to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 28 June 2022 at 2:30 p.m., at which, among other things, the above proposals will be considered, is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the Annual General Meeting (“AGM”), you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

For the prevention of novel coronavirus (COVID-19), the Company will implement additional precautionary measures at the AGM including, without limitation:

- compulsory temperature checks and health declarations
- mandatory use of surgical face masks
- no distribution of refreshments
- appropriate distancing and spacing in line with the guidance from the Hong Kong government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary.

In light of the continuing risk posed by the COVID-19 pandemic, the Company strongly encourages Shareholder(s) not to attend the AGM in person, and advises Shareholder(s) to appoint the chairman of the AGM or any Director or company secretary as their proxy to vote according to their indicated voting instruction as an alternative to attending the AGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement on Repurchase Mandate	7
Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	10
Notice of Annual General Meeting	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 28 June 2022 at 2:30 p.m.;
“Articles”	the articles of association of the Company adopted on 21 September 2017;
“Board”	the board of Directors;
“Company”	Geotech Holdings Ltd. 致浩達控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 6 June 2016 whose shares are listed on the main board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting;
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;

DEFINITIONS

“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

LETTER FROM THE BOARD

Geotech Holdings Ltd. 致浩達控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1707)

Executive Directors:

Mr. Chen Zhi (*Chairman*)

Mr. Qiu Dong

Mr. Kung Ho Man (*Chief Executive Officer*)

Independent Non-Executive Directors:

Mr. Chan Tsang Mo

Mr. Shen Zejing

Mr. So Wai Man

Registered Office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of business

in Hong Kong:

Unit 1920, 19/F

Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

26 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and provide you with information in respect of the resolutions to be proposed at the Annual General Meeting, relating to, among other matters, (i) the granting of general mandates to the Directors for the issue and repurchase of Shares and (ii) the re-election of Directors.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 29 June 2021. Such mandate will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted a new general and

LETTER FROM THE BOARD

unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue at the date of passing the resolution.

In addition, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of the Shares repurchased under the Repurchase Mandate subject to the resolution for the granting of the Repurchase Mandate is passed.

As at the Latest Practicable Date, the total number of issued Shares is 1,680,000,000 Shares. Subject to the passing of the relevant resolution and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to and including the date of passing of the relevant resolution, the maximum number of new Shares which may be issued pursuant to the Issue Mandate will be 336,000,000 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 29 June 2021. Such mandate will lapse at the conclusion of the Annual General Meeting. A separate resolution will be proposed at the Annual General Meeting to grant to the Directors a new general and unconditional mandate to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares is 1,680,000,000 Shares. Subject to the passing of the relevant resolution and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to and including the date of passing of the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 168,000,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide Shareholders with all the information reasonably necessary to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Chen Zhi, Mr. Qiu Dong, Mr. Kung Ho Man, Mr. Chan Tsang Mo, Mr. Shen Zejing and Mr. So Wai Man.

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Chen Zhi and Mr. Kung Ho Man will retire from office by rotation at the Annual General Meeting and, being eligible, offer himself for re-election.

LETTER FROM THE BOARD

Biographical details of the Directors who are standing for re-election at the Annual General Meeting, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 15 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed herewith and published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.geotech.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL

Your attention is also drawn to the appendices to this circular.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in the event of any inconsistency.

Yours faithfully,
For and on behalf of the Board
Geotech Holdings Ltd.
Chen Zhi
Chairman and executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,680,000,000 Shares.

Subject to the passing of the resolution for granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 168,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution for granting the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the relevant regulations in the Cayman Islands, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the relevant regulations in the Cayman Islands, out of capital.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2021 contained in the annual report of the Company) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	0.380	0.330
June	0.360	0.310
July	0.380	0.325
August	0.365	0.330
September	0.400	0.305
October	0.380	0.270
November	0.370	0.290
December	0.370	0.285
2022		
January	0.355	0.295
February	0.330	0.305
March	0.280	0.220
April (up to and including the Latest Practicable Date)	0.239	0.220

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws, rules and regulations of the Cayman Islands from time to time in force and the Articles.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Star Merit Global Limited ("**Star Merit**") hold 920,480,000 Shares, representing approximately 54.79% of the entire issued share capital of the Company. Star Merit is wholly owned by Mr. Chen Zhi, executive Director and chairman of the Board. As such, Mr. Chen Zhi is deemed to be interested in the 920,480,000 Shares under the SFO. For the purpose of the Takeovers Code, Star Merit and Mr. Chen Zhi are parties presumed to be acting in concert.

In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the attributable shareholding in the Company in which Star Merit and Mr. Chen Zhi are taken to have an interest under the SFO would be increased to approximately 60.88% of the total number of Shares in issue. Such increase would not give rise to any obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding to the Latest Practicable Date.

The following set out the details of the Directors who retire and offer themselves for re-election at the Annual General Meeting.

Mr. Chen Zhi (陳志先生), aged 34, was appointed as an executive Director in December 2018. He is the chairman of the Board and controlling shareholder of the Company and the chairman of the nomination committee of the Board and a member of the remuneration committee of the Board. Mr. Chen is also a director of certain subsidiaries of the Company. Mr. Chen holds a bachelor's degree of Business Administration from the National University of Management, Kingdom of Cambodia (“**Cambodia**”). Currently, he is a director, chairman and controlling shareholder of Prince Real Estate (Cambodia) Group Co., Ltd., the holding company for a group of companies principally engaged in property related industry that includes the provision of the development and leasing of commercial and residential properties in Cambodia. Mr. Chen has over nine years of experience in the areas of property agency and development. In addition, Mr. Chen also has extensive experience in internet industry in Cambodia and Singapore, and is a director of several internet industry related companies in Cambodia and Singapore.

Mr. Chen has entered into a service contract with the Company in relation to his appointment as executive Director for an initial term of three years commencing from 27 December 2018 and his employment with the Company will continue, unless terminated by not less than six months' notice in writing served by either party on the other. Pursuant to the terms of the service contract, he is entitled to an annual remuneration of HK\$1,200,000 (pro rata if his appointment does not commence on the first day or end on the last day of a month, as the case may be or the appointment is early terminated under the service contract), and a discretionary bonus which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company. Mr. Chen shall be subject to retirement by rotation and re-election at Annual General Meeting in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) have any interests in the Shares within the meaning of Part XV of the SFO; and (iv) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Chen that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Kung Ho Man (龔浩文先生), aged 47, was appointed as an executive Director and chief executive officer of the Company in November 2020. He is primarily responsible for overall construction projects management and daily operation of the construction and engineering services of the Group. Mr. Kung is also a director of certain subsidiaries of the Company. Mr. Kung obtained a Bachelor of Engineering in Civil and Structural Engineering and a Master of Science in Civil Engineering through part-time studies from the Hong Kong University of Science and Technology in November 1996 and in November 1999, respectively. Mr. Kung was awarded an Executive Diploma in Management from the Hong Kong University of Science and Technology in February 2006 through part-time study. He then completed an Environmental Management Course for Construction Managers from Construction Industry Training Authority in September 2007 on a part-time basis. Mr. Kung obtained a certificate on Occupational Safety & Health Management issued by the Occupational Safety & Health Council in January 2005. He obtained certificate in relation to Highways Department Site Audit Inspection Standards (Safety & Roadwork Obligations) course issued by the Construction Industry Training Authority in July 2007. Mr. Kung also obtained a certificate on Basic Accident Prevention issued by the Occupational Safety & Health Council in October 2016. Mr. Kung has been a member of the Hong Kong Institution of Engineers since March 2003. He has been registered as a Registered Professional Engineer under Engineers Registration Board since July 2004. Mr. Kung has over 20 years of experience in construction and engineering services. Mr. Kung joined the Group since July 2001 as site agent and was appointed as an executive Director and the chief executive officer of the Company from June 2016 to January 2019. He also held the positions as a director of certain subsidiaries of the Group including Praise Marble Limited, Geotech Engineering and GeoResources Limited until January 2019. In July 2020, he was re-appointed as a director of Geotech Engineering, the principal operating subsidiary of the Group engaging in construction and engineering services. Prior to joining our Group, Mr. Kung also gained his experience in construction and engineering from his services in the government of Hong Kong Special Administrative Region.

Mr. Kung has entered into a service contract with the Company in relation to his appointment as an executive Director for an initial term of three years commencing from 25 November 2020 and his employment with the Company will continue, unless terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the terms of the service contract, Mr. Kung is entitled to an annual remuneration of HK\$1,260,000 (pro rata if his appointment does not commence on first day or end on the last day of a month, as the case may be or the appointment is early terminated under the service contract), and a discretionary bonus which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company. The basic annual remuneration of Mr. Kung has been changed to HK\$1,800,000 with effect from 1 September 2021. Mr. Kung shall be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kung did not (i) hold any other positions in the Group; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; (iii) have any interests in the Shares within the meaning of Part XV of the SFO; and (iv) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Kung that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Geotech Holdings Ltd. 致浩達控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1707)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of Geotech Holdings Ltd. (the “**Company**”) will be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 28 June 2022 at 2:30 p.m., for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2021.
2.
 - (i) To re-elect Mr. Chen Zhi as an executive Director;
 - (ii) To re-elect Mr. Kung Ho Man as an executive Director; and
 - (iii) To authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the Directors to fix their remuneration.

To consider and, if thought fit, pass the following as ordinary resolutions (with or without modification):

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated memorandum and articles of association (the “**Articles**”) of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Geotech Holdings Ltd.
Chen Zhi

Chairman and executive Director

Hong Kong, 26 April 2022

Registered Office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in

Hong Kong:
Unit 1920, 19/F
Cheung Kong Center
2 Queen’s Road Central
Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the Meeting, the register of members of the Company will be closed from 23 June 2022 (Thursday) to 28 June 2022 (Tuesday), both dates inclusive, during which no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m., 22 June 2022 (Wednesday).
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Share, anyone of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time appointed for holding of the Meeting.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the Meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the Meeting that either of the above mentioned warnings is to be issued within the next two hours, the Meeting will be adjourned. Depending on the circumstances in light of the outbreak of the novel coronavirus (COVID-19) and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned Meeting.
6. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Chen Zhi as chairman and executive Director, Mr. Qiu Dong as executive Director, Mr. Kung Ho Man as executive Director and chief executive officer, and Mr. Chan Tsang Mo, Mr. Shen Zejing and Mr. So Wai Man as independent non-executive Directors.